

RECORDATION NO. 18149-A FILED

DEC 15 '00 12-21 PM  
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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 15, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment and Assumption Agreement, dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 18149.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Lake Oswego, OR 97035

Assignee: Railcar, Ltd.  
1819 Peachtree Road, N.E.,  
Suite 425  
Atlanta, Georgia 30309-1847

A description of the railroad equipment covered by the enclosed document is:

24 flatcars CRLE 8570 - CRLE 8594 (except 8590)

*gsp*

Mr. Vernon A. Williams  
December 15, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement from  
Greenbrier Leasing Corporation, Assignor, to Railcar, LTD, Assignee,  
covering 24 flatcars CRLE 8570 - CRLE 8594 (except 8590).

Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

RAILCAR, LTD.

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NOVEMBER 30, 2000

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Memorandum of Assignment and Assumption Agreement made and entered into as of November 30, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Railcar, Ltd., a Georgia corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Oregon Steel Mills, Inc. ("Lessee") twenty-four (24) 60-foot six-inch, 100-ton bulkhead flatcars marked and numbered CRLE 8570 through CRLE 8589, inclusive, and CRLE 8591 through CRLE 8594, inclusive (the "Cars"), pursuant to that certain Equipment Lease Agreement dated October 20, 1992, as amended (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in the Cars, as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norriss M. Webb

Name: Norriss M. Webb

Title: Executive Vice President

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SURFACE TRANSPORTATION BOARD

RAILCAR, LTD.

By: Paul H. Kennedy

Name: Paul H. Kennedy

Title: Vice President

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) SS.

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*Jamit E. Johnston*  
NOTARY PUBLIC

OFFICIAL SEAL  
**JANET E JOHNSTON**  
 NOTARY PUBLIC-OREGON  
 COMMISSION NO. 311369  
 MY COMMISSION EXPIRES MAY 28, 2002

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) SS.

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Dee Erath  
NOTARY PUBLIC

**Notary Public, Gwinnett County, Georgia**  
**My Commission Expires January 3, 2004**